1374939

EODM D	\wedge	OMB APPROVAL
FORM D		OMB NUMBER: 3235-0076
	UNITED STATES	Expires: April 30, 2008
SECURITIES	AND EXCHANGE COMMISSIONED	Estimated average burden
W	ashington, D.C. 205493	hours per response16.00
	FORM D < SEP 2 4 2007	
NOTICE OF SAI	E OF SECURITIES TO SOLUTION	SEC USE ONLY
	REGULATION D, 210	Prefix Serial
	CTION 4(0), AND/OR VEY / /	I Tenx
UNIFORM LI	MITED OFFERING EXEMPTION	DATE RECEIVED
	V	
Name of Offering (□ check if this is an amendm	nent and name has changed, and indicate change.)	
Series B Preferred Stock		1 54 2 10 10 10 11 11 11 11 11 11 11 11 11 11
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 ■ Rule 506 ☐ Sectio	n 4(6) □ ULOE
Type of Filing: ■ New Filing □ Amendment		
	A. BASIC IDENTIFICATION DAT	07077461
1. Enter the information requested about the iss	иег	
Name of Issuer (check if this is an amendmen	t and name has changed, and indicate change.)	
Acinion Inc.		
Address of Executive Offices (Number and	d Street, City, State, Zip Code)	Telephone Number (Including Area Code)
289 Great Road, Lower Level, Acton, MA 01	720	978-215-9998
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business:		
Developing and commercializing video server delivery over Internet Protocol services mark	rs (and associated storage, streaming and download $\boldsymbol{\pi}$ let	nechanisms) for use in the video distribution, hosting and/or
Type of Business Organization		
■ corporation	☐ limited partnership, already formed	other (please specify):
□ business trust	☐ limited partnership, to be formed	・パレレとろうに
	Month Year	
Actual or Estimated Date of Incorporation or Or		Estimated ULT 0 1 2007
Jurisdiction of incorporation of Organization: (E	Inter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction	
GENERAL INSTRUCTIONS		FINANCIAO
Federal:		
Who Must File: All iconors making an affaring	of counties in reliance on an exemption under Demulatic	on D or Section 4(6), 17 CFP 230 501 et cen, or 15 USC 77d(6)

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA					
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Rizika, Robert T.					
Business or Residence Address	•	Street, City, State, Zip Co	de)		
c/o Acinion Inc., 289 Great Road, Lower Check Box(es) that Apply:			- F	7 Di	C. Committee Manager De Asses
Full Name (Last name first, if individual)	☐ Promoter	■ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Carver, David C. Business or Residence Address	(Number and 5	Street, City, State, Zip Co	de)		
		, ,	,		
c/o Acinion Inc., 289 Great Road, Lower	r Level, Acton,				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Gerovac, Branko J.					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
-/- A-2-2- 1 200 G A D A T		34.01540			
c/o Acinion Inc., 289 Great Road, Lower Check Box(es) that Apply:			- F -: 00°	- D' ·	
Full Name (Last name first, if individual)	☐ Promoter	■ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Tun Name (East hame first, it morridal)					
Samberg, Larry S.			·		
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
c/o Acinion, Inc., 289 Great Road, Lower Level, Acton, MA 01720					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
B. M.B.L. (B.					
Davoli, Robert E. Business or Residence Address	(Number and S	Street City State Zin Co	dal		
Business or Residence Address (Number and Street, City, State, Zip Code)					
c/o Sigma Partners 8, L.P., 20 Custom House Street, Suite 830, Boston, MA 02110					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Aronoff, David B.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
c/o IDG Ventures, One Exeter Plaza, 15th Floor, Boston, MA 02116					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Casey, Donald					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

□ Executive Officer

■ Director

☐ General and/or Managing Partner

(Number and Street, City, State, Zip Code)

(Number and Street, City, State, Zip Code)

☐ Beneficial Owner

Business or Residence Address

Business or Residence Address

Full Name (Last name first, if individual)

Check Box(es) that Apply:

Seelig, Jonathan

c/o Acinion Inc., 289 Great Road, Lower Level, Acton, MA 01720

c/o Globespan Capital, One Boston Place, Suite 2810, Boston, MA 02108

□ Promoter

A. BASIC IDENTIFICATION DATA					
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
1DG Ventures Atlantic I, L.P.					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
	•	, ,,	,		
One Exeter Plaza, 15th Floor, Boston, M Check Box(es) that Apply:		- D . C : 10	- F	n Diverse	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	Ocheral and/or Managing Partner
Fun Name (Last name thist, it mutvidual)					
IDG Ventrues Atlantic II, L.P.					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
One Exeter Plaza, 15th Floor, Boston, M	A 02116				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Globespan Capital Partners V, L.P.					
Business or Residence Address	(Number and S	treet, City, State, Zip Coc	le)		
			•		
One Boston Place, Suite 2810, Boston, M		- 7.1.0		- D'	
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	□Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Sigma Partners 8, L.P.					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
20 Custom House Street, Suite 830, Bos	ton, MA 02110		_		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	□ Fromoter	U Beneficial Owner	D Executive Officer	L Dilector	O Ocherat and of Managing Father
Tan Tanie (East Indie Hot, It markeday)					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Business or Residence Address	(Number and S	street, City, State, Zip Co	ae)		
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
		, ,,,-F	•		
Charle Poy(se) that Applica		_ D	- D .: 000		- Constantint
Check Box(es) that Apply: Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
· · · · · · · · · · · · · · · · · · ·					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	B. INFORMATION ABOUT OFFERING					
,		Yes	No			
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?					
2.	Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?					
		Yes	No			
3.	Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or	=				
4.						
Full	Name (Last name first, if individual)					
Non	ie.					
Bus	iness or Residence Address (Number and Street, City, State, Zip Code)					
Nan	ne of Associated Broker or Dealer					
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers					
Diai	(Check "All States" or check individual States)	All States				
_[-	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA]	_ [HI]	_ [ID]			
]_]_	MT] $[NE]$ $[NV]$ $[NH]$ $[NJ]$ $[NM]$ $[NY]$ $[NC]$ $[ND]$ $[OH]$ $[OK]$	[MS] [OR]	_ [MO] _ [PA]			
]_	RIJ _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [WY]	_ (PR)			
Full Non	name (Last name first, if individual)					
Bus	iness or Residence Address (Number and Street, City, State, Zip Code)					
Naп	ne of Associated Broker or Dealer					
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	(Check "All States" or check individual States)	All States				
_[4	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA]	_ [HI]	_ [ID]			
	МТ] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND} _ (OH] _ [OK]	_ [MS] _ [OR]	_ [MO] _ [PA]			
(RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [WY]	_ [PR]			
Full	Full Name (Last name first, if individual)					
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)					
Nam	ne of Associated Broker or Dealer					
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	All States					
_ [4	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA]	_ [HI]	_ [ID]			
	MT]	_ [MS] _ [OR]	_ [MO] _ [PA]			
_ l	RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WA] [WV] [WI]	_ [WY]	_ [PR]			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold	
	Type of Security			
	Debt	S	s	
	Equity	\$ <u>16,000,004.80</u>	\$ <u>16,000,004.80</u>	
	□ Common ■ Preferred			
	Convertible Securities (including warrants)	\$	s	
	Partnership Interests	\$	s	
	Other (Specify)	s	s	
	Total	\$16,000,004.80	\$ 16,000,004.80	
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases	
	Accredited Investors	5	\$ <u>16,000,004.80</u>	
	Non-accredited Investors		s	
	Total (for filings under Rule 504 only)	_ _	\$	
	Answer also in Appendix, Column 4, if filing under ULOE		<u> </u>	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold	
	Rule 505		\$	
	Regulation A	_	s	
	Rule 504	-	\$	
	Total		s	
١.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		· · · · · · · · · · · · · · · · · · ·	
	Transfer Agent's Fees	o	s	
	Printing and Engraving Costs		\$	
	Legal Fees	_	\$70,000	
	Accounting Fees	_	s	
	Engineering Fees.		s	
	Sales Commissions (specify finders' fees separately)	ם	\$	
	Other Expenses (identify)	0	\$	
	Total	_	\$ 70,000	
	- w		4 10,000	

	b. Enter the difference between the aggregate off I and total expenses furnished in response to Part "adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is the		S <u>15,930,004.80</u>	
5.	Indicate below the amount of the adjusted gross p for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in re-	any purpose is not known, furnish an estimate total of the payments listed must equal the			
			Payments to Officers, Directors, & Affiliates	Payments To Others	
	Salaries and fees	_	\$		
	Purchase of real estate	_	S	<u> </u>	
	Purchase, rental or leasing and installation of mac	hinery and equipment	<u>\$</u>	<u> </u>	
	Construction or leasing of plant buildings and fac-	ilities	\$	s	
	Acquisition of other business (including the value that may be used in exchange for the assets or see merger)	s	s		
	Repayment of indebtedness	·	S	- s	
	Working capital	-	s	S15,930,004.80	
	Other (specify):	s	S		
		-	S		
	Column Totals	_	S	S <u>15,930,004,80</u>	
	Total Payments Listed (column totals added)		_ S <u>15,930,004.80</u>		
		D. FEDERAL SIGNATURE			
an u	issuer has duly caused this notice to be signed by the detaking by the issuer to furnish to the U.S. Secur-accredited investor pursuant to paragraph (b)(2) of	ne undersigned duly authorized person. If this notice is trities and Exchange Commission, upon written request of Rule 502.	filed under Rule 505, the follow it its staff, the information fur	owing signature constitutes nished by the issuer to any	
	er (Print or Type) nion Inc.	Signature Land Vanters	Date September /5, 2007		
Nan	ne of Signer (Print of Type)	Title of Signer (Print or Type)			
	ry S. Samberg	Chief Operating Officer and Treasurer			
	7	L			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END